



FIRST SPONSOR GROUP LIMITED
(Company Registration No. 195714)
(Incorporated in the Cayman Islands on 24 September 2007)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of First Sponsor Group Limited (“**Company**”) will be convened and held by way of electronic means on Tuesday, 26 April 2022 at 2:30 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021, the Directors’ Statement and the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the Directors’ fees of S\$371,000 for the financial year ending 31 December 2022 (payable quarterly in arrears) (2021: S\$348,000). **(Resolution 2)**
3. To re-elect Mr Kingston Kwek Eik Huih, a Director retiring pursuant to Article 86(1) of the Company’s Articles of Association, and who, being eligible, offer himself for re-election.
(See Explanatory Note 1)
(Resolution 3)
4. To re-appoint Ernst & Young LLP as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. **(Resolution 4)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following as an ordinary resolution:

5. **AUTHORITY TO ISSUE SHARES**

That, authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of issued shares (excluding treasury shares) (as calculated in accordance with paragraph (2) below);

- (2) (subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of the shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Memorandum and Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note 2)
(Resolution 5)

6. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD
Goh Siew Geok
Company Secretary

5 April 2022
Singapore

Explanatory Notes:

1. **Resolution 3** - Mr Kingston Kwek Eik Huih was appointed to the board on 5 March 2019. He is a non-independent non-executive Director of the Company.

Detailed information on Mr Kingston Kwek Eik Huih (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST) can be found under “Board of Directors”, “Corporate Governance” and “Additional Information on Directors Seeking Re-election” in the Company’s 2021 Annual Report.

2. **Resolution 5** - is to empower the Directors to issue shares of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total 50% of the total number of issued shares (excluding treasury shares), with a sub-limit of 20% for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) at the time that Resolution 5 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Resolution 5 is passed; and (b) any subsequent bonus issue, consolidation or subdivision of shares. As at 5 April 2022, the Company had no treasury shares.

Notes:

1. The Annual General Meeting is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice will be sent to members by electronic means via publication on the Company’s website at the URL https://firstsponsorgroup.listedcompany.com/agm_egm.html and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of this Notice will also be sent by post to members.
2. Alternative arrangements relating to:
 - (a) attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream);
 - (b) submission of questions to the Chairman of the Meeting in advance of, or live at, the Annual General Meeting, and addressing of substantial and relevant questions in advance of, or live at, the Annual General Meeting; and

(c) voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting,

are set out in the accompanying Company's announcement dated 5 April 2022. This announcement may be accessed at the Company's website at the URL <https://firstsponsorgroup.listedcompany.com/newsroom.html> and at the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.

3. As a precautionary measure due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting. The accompanying proxy form for the Annual General Meeting may be downloaded from the Company's website at the URL https://firstsponsorgroup.listedcompany.com/agm_egm.html and from the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of the proxy form will also be sent by post to members.
4. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
5. Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including Supplementary Retirement Scheme ("SRS") investors) and who wish to exercise their vote by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective SRS operators) to submit their voting instructions by 5:00 p.m. on 13 April 2022 in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf.
6. The Chairman of the Meeting, as proxy, need not be a member of the Company.
7. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar and Share Transfer Agent, Tricor Barbinder Share Registration Services (a business division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road, #02-00 Singapore 068898; or
 - (b) if submitted electronically, be submitted:
 - (i) via e-mail to the Company's Share Registrar and Share Transfer Agent at sg.is.proxy@sg.tricorglobal.com; or
 - (ii) via the pre-registration website at the URL https://firstsponsorgroup.listedcompany.com/agm_egm.html,

in each case, not less than 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy can either use the printed copy of the proxy form which is sent to him/her/it by post or download a copy of the proxy form from the Company's website or the SGX-ST website, and complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and submitting it via e-mail to the e-mail address provided above or via the pre-registration website at the URL provided above.

Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via e-mail or via the pre-registration website.

8. The 2021 Annual Report has been published and may be accessed at the Company's website at the URL <https://firstsponsorgroup.listedcompany.com/ar.html> and at the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

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